

**VIRGINIA CLEAN ENERGY ADVISORY BOARD
BYLAWS**

ARTICLE I. APPLICABILITY

Section 1. General.

The provisions of these Bylaws are applicable to all proceedings of the Virginia Clean Energy Advisory Board (the Board) to the extent that the same are not inconsistent with the Code of Virginia or Executive Orders applicable to these proceedings. Whenever the provisions of these Bylaws are in conflict with the provisions of the Code of Virginia or an applicable Executive Order, the latter shall control.

Section 2. Board and Limitations.

The Board is constituted under § 45.1-395 of the Code of Virginia as an advisory board in the executive branch of the Commonwealth of Virginia. The Board is specifically charged with the duties and responsibilities set forth in Title 45.1, Chapter 27, of the Code of Virginia, primarily for the purpose of establishing, with the approval of the Director of the Department of Mines, Minerals and Energy (DMME), a pilot program for disbursing loans or rebates for the installation of solar energy infrastructure in low-income and moderate-income households.

ARTICLE II. MEMBERS AND STAFF

Section 1. Appointment of Members; Terms; Vacancies.

All appointments shall be in accordance with § 45.1-396 of the Code of Virginia. Any ex officio members of the Board shall serve a term coincident with his or her term of office. Nonlegislative citizen members of the Board shall be appointed for a term of three years. Appointments to fill vacancies, other than by expiration of a term, shall be for the unexpired terms. Any appointment to fill a vacancy shall be made in the same manner as the original appointment. All members may be reappointed.

Section 2. Election of Chair and Vice-Chair.

The Board shall elect from its membership a Chair and Vice-Chair, both of whom shall serve in such capacities at the pleasure of the Board.

Vacancies in the position of Chair or Vice-Chair shall be filled for the remainder of the term by voice vote or roll call vote of the Board at the next meeting following the occurrence of the vacancy.

Section 3. Board Requests for Staff Assistance.

DMME staff shall serve as staff to the Board.

Any Board member may request assistance from staff provided the request has been coordinated through the Chair or Vice-Chair of the Board.

ARTICLE III. MEETINGS

Section 1. Regular Meetings.

Meetings of the Board shall be held at the call of the Chair or whenever a majority of the members so request, at such time and place as the Board may determine. No business requiring a vote or final decision of the Board may be conducted in the absence of a quorum, as defined below.

Section 2. Annual Meetings.

The last regular meeting of the calendar year shall be designated as an annual meeting. Elections of officers shall be held at the Annual Meeting.

Section 3. Committee Meetings.

The Board may establish standing committees consisting of at least five members of the Board from time to time as needed to carry out the work of the Board.

Section 4. Compliance with FOIA.

All meetings of the Board or a Committee of the Board shall be noticed and conducted in conformance with The Virginia Freedom of Information Act, Title 2.2, Ch. 37 of the Code of Virginia.

Section 5. Quorum.

For any meeting of the Board, a majority of the members of the Board shall constitute a quorum. If a quorum has not been achieved, the meeting of the Board may proceed; provided, however, that voting on matters before the Board shall be postponed until a meeting of the Board at which a quorum is present.

Section 6. Conduct of Meetings.

The Chair of the Board shall conduct the meetings of the Board and shall rule on the interpretation and application of the Virginia Code and these by-laws.

The Vice-Chair of the Board shall preside over meetings of the Board in the absence of the Chair. In the event that neither the Chair nor the Vice-Chair of the Board shall be in attendance at a meeting where a quorum is nonetheless present, any member of the Board may call the meeting to order, and the members present shall elect a Chair *pro tempore* to preside over the meeting. Where a quorum is not present, a vote of the majority of those members present shall determine the Chair *pro tempore*.

All actions and decisions of the Board shall be made upon the motion of a member, duly seconded by another member and approved by a majority of the members who are present and voting.

The Chair shall put the question submitted to the Board for a voice vote and shall call for a vote only after determining that there are no more Board members who wish to speak or upon approval of a motion to close debate.

Any member who may not participate in the Board's consideration of a matter under the State and Local Government Conflict of Interests Act, § 2.2-3100 *et seq.* of the Code of Virginia, must comply with the disclosure requirements of the Act and not participate in the discussion or vote on the matter.

If it appears to the Chair, upon the voice vote being taken, that the members of the Board are divided on any question, the Chair shall determine the vote of the members by roll call. A tie vote on any matter defeats the motion or issue upon which the vote is taken. At the conclusion of the vote on the motion, the Chair shall announce whether the motion has been adopted or defeated.

Section 7. Agenda.

The proposed agenda for any meeting shall be determined by the Chair in consultation with staff. In addition, any members of the Board may suggest items to be included on the agenda.

The agenda for regular meetings of the Board will normally include the following: (1) review and approval of the last minutes of the Board; (2) a status report on the work plan and action items agreed to by the Board; and (3) other information of interest to the Board.

An opportunity shall be provided at each meeting of the Board for public comment. Any person who desires to speak will be asked to provide his or her name and the matter to be addressed prior to each meeting at which the public is able to comment.

Section 8. Amendments.

The bylaws of the Board may be amended at any regular meeting of the Board at which a quorum is present by a majority vote.

Section 9. Rules of Order.

Informal rules of order shall govern all matters of procedure unless objected to by any Board member. If such an objection occurs, then "Robert's Rules of Order, Newly Revised" shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

Adopted unanimously by the Board on June 23, 2020.